

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2233

LISTED MARCH 30th, 1966
3,000,000 shares without par value
Ticker abbreviation "PYR"
Dial ticker number 1724
Post section 4.6

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

PYRAMID MINING CO. LTD. (N.P.L.)

Incorporated under the Laws of the Province of British Columbia, Certificate of Incorporation No. 59,035 on the 24th day of January, 1964

1. Address of the Company's Head Office and of any other offices:

Registered Office: 325-1155 West Georgia Street, Vancouver, British Columbia.
Head Office: 890 West Pender Street, Vancouver, British Columbia.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	Alexander H. Lenec	1010 West 38th Avenue, Vancouver, B.C.	Chartered Accountant
Secretary-Treasurer	G. Arnold Armstrong	1450 Tyrol Place, West Vancouver, B.C.	Barrister & Solicitor

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
Alexander H. Lenec	1010 West 38th Avenue, Vancouver, B.C.	Chartered Accountant
G. Arnold Armstrong	1450 Tyrol Place, West Vancouver, B.C.	Barrister & Solicitor
Henry L. Hill	710 Southborough, West Vancouver, B.C.	Engineer
David J. Brant	Merritt, British Columbia.	Physician & Surgeon
William A. Robinson	37 Strathearn Road, Toronto 10, Ontario.	Mining Engineer
Charles R. Elliott	95 Hudson Drive, Toronto 7, Ontario.	Chartered Accountant
John Tancowny	7651 Mayfield, Burnaby, B.C.	Prospector

4. Names and addresses of all transfer agents:

The Guaranty Trust Company of Canada, 624 Howe Street, Vancouver, B.C.
The Guaranty Trust Company of Canada, 366 Bay Street, Toronto, Ontario.

5. Particulars of any fee charged upon transfer other than customary government taxes:

50¢ for each transfer plus 50¢ for each share certificate requested.

6. Names and addresses of all registrars:

The Guaranty Trust Company of Canada, 624 Howe Street, Vancouver, B.C.
The Guaranty Trust Company of Canada, 366 Bay Street, Toronto, Ontario.

7. Amount of authorized capital: \$60,000,000.00.

8. Number of shares and par value: 3,000,000 no par value, maximum price \$20.00 per share.

9. Full details of all shares issued in payment for properties or for any other assets other than cash:

DATE	NUMBER OF SHARES	Brief description of the properties or other assets and the aggregate consideration therefor, expressed in cash, shares, etc.
March 8, 1965	550,000	Allotted to John Tancowny as payment for Mineral Claims — Saw 1-12, June 1-18, Nicola Mining Division.
	125,000	Allotted to Magnus Bratlien as payment for Mineral Claims — Tan 1-12, Kamloops Mining Division.
April 9, 1965	75,000	Allotted to The New Jersey Zinc Company as payment for Crown granted Mineral Claims being Lots 1123, 1125 and 1517, known as Covington, Vicksburg and Tom Cat Mineral Claims, Nicola Mining Division.
February 25, 1966	24,000	Allotted to Fred Loutitt as payment for Mineral Claims JC #1-4, RM 1-6, RM 7-9, RM 10-42, RM 47-48 and RM 95-100.
March 14, 1966	2,000	Allotted to Harold O. Seigel as payment for Mineral Claims — Mag 21-36 and Mag 93-98 all in the MacKenzie Mining Division.
Total	776,000	

10. Full details of all shares sold for cash.

DATE	NO. OF SHARES	PRICE PER SHARE	AMOUNT REALIZED BY COMPANY
1964	421,000	\$.10	\$ 42,100.00
	30,850	.20	6,170.00
	2	.50	1.00
1965	200,000	.35	54,000.00
	150,000	.50	56,250.00
	200,000	.60	120,000.00
	200,000	.75	150,000.00
	100,000	2.50	250,000.00
	10,000	3.00	30,000.00
1966	100,000	3.00	300,000.00
Total	1,411,852		\$1,008,521.00

11. Total number of shares issued:

2,187,852

12. Number of shares now in treasury or otherwise unissued.

812,148

13. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.

Nil

14. Date of last annual meeting.

June 29, 1965.

15. Date of last report to shareholders.

December 14, 1965.

16. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.

By agreement dated October 13th, 1965, Conwest Exploration Company Limited and Melita Investments Ltd. purchased in equal proportions 100,000 shares at \$2.50 per share and obtained options to purchase a further 500,000 shares in blocks of 100,000 shares and at prices ranging from \$3.00 to \$6.50 a share. The initial 100,000 shares and 100,000 optioned shares have been purchased as set out in Item 10 above and the balance of the options remaining outstanding are as follows:

100,000 at \$ 3.75 a share until June 30th, 1966
100,000 at \$ 4.50 a share until September 30th, 1966
100,000 at \$ 5.50 a share until December 31st, 1966
100,000 at \$ 6.50 a share until March 31st, 1967
400,000

By an Agreement dated October 13th, 1965, the Company granted an option to Henry L. Hill to purchase 50,000 shares at \$3.00 a share. 10,000 shares have been taken up as set out in Item 10 above and the balance of the option remaining outstanding is as follows:

10,000 shares at \$ 3.00 until October 15th, 1967
10,000 shares at \$ 3.00 until October 15th, 1968
10,000 shares at \$ 3.00 until October 15th, 1969
10,000 shares at \$ 3.00 until October 15th, 1970
40,000

By an Agreement dated November 18th, 1965, the Company granted an option to Alexander H. Lenec to purchase 50,000 shares at \$20.00 a share. No shares have been taken up and the option outstanding is as follows:

10,000 shares at \$20.00 until November 17th, 1966
10,000 shares at \$20.00 until November 17th, 1967
10,000 shares at \$20.00 until November 17th, 1968
10,000 shares at \$20.00 until November 17th, 1969
10,000 shares at \$20.00 until November 17th, 1970
50,000

16 (Continued)	<p>By an Agreement dated November 18th, 1965, the Company granted an option to George Arnold Armstrong to purchase 50,000 shares at \$20.00 a share. No shares have been taken up and the option outstanding is as follows:</p> <p>10,000 shares at \$20.00 until November 17th, 1966 10,000 shares at \$20.00 until November 17th, 1967 10,000 shares at \$20.00 until November 17th, 1968 10,000 shares at \$20.00 until November 17th, 1969 10,000 shares at \$20.00 until November 17th, 1970 <u>50,000</u></p> <p>NOTE: Messrs. Henry L. Hill, Alexander H. Lenec and George Arnold Armstrong are Directors of the Company and Mr. Alexander H. Lenec is President and Mr. George Arnold Armstrong is Secretary Treasurer.</p> <p>The option to Mr. Armstrong is subject to approval of shareholders at the next meeting.</p> <p>NOTE: Melita Investments Limited is a wholly owned subsidiary of Newconex Holdings Limited.</p>												
17. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or other securities or assignments, present or proposed.	Central Patricia Gold Mines Limited of Suite 1001 Federal Building, 85 Richmond Street West, Toronto 1, Ontario, holds 20% of the interest of Conwest Exploration Company Limited in the said agreement of October 13th, 1965.												
18. Details of any payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil												
19. Details of any shares pooled, deposited in escrow, non-transferable or held under any voting trust agreement, syndicate agreement or control.	397,594 shares, part of the stock issued in payment for properties as set out in Item 9 are held in escrow by The Guaranty Trust Company of Canada at Vancouver, subject to release only upon the consent of The British Columbia Securities Commission and the Vancouver Stock Exchange and after listing of the shares of the Company thereon of Toronto Stock Exchange.												
20. Names and addresses of owners of more than a 5% interest in pooled or escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table> <tr> <td>George Arnold Armstrong, 325-1155 West Georgia St., Vancouver, B.C.</td> <td>36,112 shares</td> </tr> <tr> <td>Berton Keith Baldwin, 678 Howe Street, Vancouver, B.C.</td> <td>34,932 shares</td> </tr> <tr> <td>Doherty Roadhouse & McCuaig Bros. (in trust for A. H. Lenec) 734 West Hastings Street, Vancouver, B.C.</td> <td>47,328 shares</td> </tr> <tr> <td>Ronald Lennox, 3895 Spruce Street, Burnaby, B.C.</td> <td>34,195 shares</td> </tr> <tr> <td>New Jersey Zinc Company Ltd., c/o Bull, Housser & Tupper, 675 West Hastings Street, Vancouver, B.C.</td> <td>47,838 shares</td> </tr> <tr> <td>John Tancowny, 7651 Mayfield, Burnaby, B.C.</td> <td>30,337 shares</td> </tr> </table>	George Arnold Armstrong, 325-1155 West Georgia St., Vancouver, B.C.	36,112 shares	Berton Keith Baldwin, 678 Howe Street, Vancouver, B.C.	34,932 shares	Doherty Roadhouse & McCuaig Bros. (in trust for A. H. Lenec) 734 West Hastings Street, Vancouver, B.C.	47,328 shares	Ronald Lennox, 3895 Spruce Street, Burnaby, B.C.	34,195 shares	New Jersey Zinc Company Ltd., c/o Bull, Housser & Tupper, 675 West Hastings Street, Vancouver, B.C.	47,838 shares	John Tancowny, 7651 Mayfield, Burnaby, B.C.	30,337 shares
George Arnold Armstrong, 325-1155 West Georgia St., Vancouver, B.C.	36,112 shares												
Berton Keith Baldwin, 678 Howe Street, Vancouver, B.C.	34,932 shares												
Doherty Roadhouse & McCuaig Bros. (in trust for A. H. Lenec) 734 West Hastings Street, Vancouver, B.C.	47,328 shares												
Ronald Lennox, 3895 Spruce Street, Burnaby, B.C.	34,195 shares												
New Jersey Zinc Company Ltd., c/o Bull, Housser & Tupper, 675 West Hastings Street, Vancouver, B.C.	47,838 shares												
John Tancowny, 7651 Mayfield, Burnaby, B.C.	30,337 shares												
21. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Melita Investments Limited, 85 Richmond Street West, Toronto 1, Ontario</td> <td>100,000 shares</td> </tr> <tr> <td>James Richardson & Sons Ltd., 173 Portage Avenue, Winnipeg 2, Manitoba</td> <td>187,961 shares</td> </tr> <tr> <td>Waite Reid & Company Limited, 562 Howe Street, Vancouver, B.C.</td> <td>204,158 shares</td> </tr> <tr> <td>Ruth Wade, 845 West Pender Street, Vancouver, B.C.</td> <td>108,058 shares</td> </tr> <tr> <td>Roytor & Co. #10 Account, Royal Bank of Canada, Bay & Temperance Streets, Toronto, Ont., as nominee for Conwest Exploration Company Limited and Central Patricia Gold Mines Limited, 85 Richmond Street West, Toronto 1, Ontario</td> <td>100,000 shares</td> </tr> </table> <p>NOTE: Melita Investments Limited, James Richardson & Sons Ltd., Waite Reid and Company Limited and Ruth Wade appear as the registered holders. Melita Investments Limited is the beneficial owner of its shares, to the best of our knowledge. It is unknown whether or not James Richardson & Sons Ltd., Waite Reid and Company Limited and Ruth Wade are the beneficial owners of shares held by them.</p>	Melita Investments Limited, 85 Richmond Street West, Toronto 1, Ontario	100,000 shares	James Richardson & Sons Ltd., 173 Portage Avenue, Winnipeg 2, Manitoba	187,961 shares	Waite Reid & Company Limited, 562 Howe Street, Vancouver, B.C.	204,158 shares	Ruth Wade, 845 West Pender Street, Vancouver, B.C.	108,058 shares	Roytor & Co. #10 Account, Royal Bank of Canada, Bay & Temperance Streets, Toronto, Ont., as nominee for Conwest Exploration Company Limited and Central Patricia Gold Mines Limited, 85 Richmond Street West, Toronto 1, Ontario	100,000 shares		
Melita Investments Limited, 85 Richmond Street West, Toronto 1, Ontario	100,000 shares												
James Richardson & Sons Ltd., 173 Portage Avenue, Winnipeg 2, Manitoba	187,961 shares												
Waite Reid & Company Limited, 562 Howe Street, Vancouver, B.C.	204,158 shares												
Ruth Wade, 845 West Pender Street, Vancouver, B.C.	108,058 shares												
Roytor & Co. #10 Account, Royal Bank of Canada, Bay & Temperance Streets, Toronto, Ont., as nominee for Conwest Exploration Company Limited and Central Patricia Gold Mines Limited, 85 Richmond Street West, Toronto 1, Ontario	100,000 shares												
22. Names and addresses of persons whose shareholding are large enough to materially affect control of the Company.	The present directors, if able to obtain the necessary proxies, could materially affect control of the company.												

23. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.	British Columbia Securities Commission letter March 17th, 1965 authorizing the sale of 200,000 shares at \$.35; Letter March 30th, 1965 authorizing the sale of 150,000 shares at \$.50; Letter July 19th, 1965 authorizing the sale of 200,000 shares at \$.60; Letter September 22nd, 1965 authorizing the sale of 200,000 shares at \$.75; Vancouver Stock Exchange letter November 1st, 1965 approving listing.
24. Has any application for registration with or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled, suspended or revoked? If so, give particulars.	No
25. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
26. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
27. Enumerate fully each of the following property classifications, giving claim or property numbers, approximate acreage, townships and mining camp or oil field: (a) Properties owned where titles vested in Company.	<p>(a) The Company owns three Crown granted Mineral Claims having Lots 1123, 1125 and 1517 known as the Covington, Vicksburg and Tom Cat Mineral Claims situate in the Nicola Mining Division, Kamloops Land District; the Company is the recorded owner of 12 located mineral claims, Tan 1-12, Record Nos. 46212 to 46223, located in the Kamloops Mining Division 14 miles northwest of Little Fork on the North Thompson River; the Company is the recorded owner of 117 Mineral Claims in the Nicola Mining Division in an area approximately 2½ miles southeast of Aspen Grove namely, Aspen #1-8, Sin 1-14, Sin Fr. #1, Final 1-20, Clip 1-10, Key #15, Bunny 1-33 and 35-36,, Car 1-4, Saw 1-12, June 1-8 and Six 1-6; the Company is the recorded owner of 282 located Mineral Claims in the Pine Point area adjoining the Cominco Pine Point property located south of the Pine Point Mine, namely:</p> <p>DD #1-7, Record Nos. N65541-N65544, N65530-N65532 RG #1-8, Record Nos. N65533-N65540 MC #1-3, Record Nos. N66563-N66565 MC #4-40, Record Nos. N66566-N66602 MC #41-48, Record Nos. N66603-N66610 RH #1-17, Record Nos. N40423-N40439 RH #18, Record No. N66526 RH #19-50, Record Nos. N66530-N66561 RH #51-57, Record Nos. N67110-N67116 RH #58, Record No. 40421 RH 59-63, Record Nos. N66618-N66622 RH 64-69, Record Nos. N66386-N66391 AD 1-89, Record Nos. N67001-N67089 AD 93-99, Record Nos. N67093-N67099 MAC 9-15, Record Nos. N66494-N66500 JC 1-4, Record Nos. N40417-N40420 RM 1-6, Record Nos. N64996-N65000 and N66625 RM 7-9, Record Nos. N66626-N66628 RM 10-42, Record Nos. N67201-N67233 RM 47-48, Record Nos. N67238-N67239 RM 95-100, Record Nos. N67286-N67291</p>
(b) Properties leased.	None
(c) Properties otherwise held. Give particulars of title held by the Company in each instance (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)	<p>(c) By an Option Agreement dated August 25th, 1965 between Stephen Yanik of 9341-146th Street, Edmonton, Alberta and the Company, under the terms of which Yanik may receive 50,000 shares and \$40,000 cash, distributed as follows: \$7,000 deposit, \$13,000 on September 1st, 1966, \$20,000 on September 1st, 1967 and 50,000 shares on or before September 1st, 1967, for 38 mineral claims described as follows:</p> <p>Zinc #1-12, Record Nos. 114221-114232 Zinc #13-17, Record Nos. 108373-108377</p>

27. (Continued)—	<p>Zinc #19-29, Record Nos. 108379-108389 Zinc #30, Record No. 108372 SMY #10, Record No. N66110 CVY #1-4, Record Nos. N16197-N-16200 CVY #5-7, Record Nos. 114233-114235 CVY #8, Record No. 114219</p> <p>By an Option Agreement dated September 14th, 1965 between J. Foster Irwin and the Company under the terms of which 170,000 shares to be allocated, 50,000 shares on or before September 15th, 1966, 60,000 shares on or before September 15th, 1967 and 60,000 shares on or before September 15th, 1968, for 108 Mineral Claims described as follows:</p> <p>Y #45-80, Record Nos. N65545-N65580 Y #36-63, Record Nos. 114236-114263 Y #64-99, Record Nos. N22164-N22169 Win #1, Record No. N22163, Win #2, Record No. N22162 Win #3, Record No. N22161, Win #4, Record No. N22160 Win #5, Record No. N22159, Win #6, Record No. N22200 Win #7, Record No. 114265, Win #8, Record No. 114264</p> <p>By an Option Agreement Dated the 14th day of March, 1966, between Harold O. Seigel and the Company under the terms of which 6,000 shares to be allotted, 2,000 shares on execution of agreement, 2,000 shares on or before September 1st, 1966 and 2,000 shares on or before March 1st, 1967, for 22 Mineral Claims described as follows:</p> <p>MAG #21-36, Tag Nos. N-54221-N54236 MAG #93-98, Tag Nos. N52693-N52698</p>
28. Full particulars of any royalties or other charges payable upon production from each individual property.	Nil
29. Names and addresses of vendors of any property or other assets intended to be purchased by the Company showing the consideration to be paid.	See 27 (c) above.
30. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Nil
31. Are any lawsuits pending or in process against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so explain fully.	None
32. Describe plant and equipment on property or properties.	5 bunk house trailers, 1 cook house trailer, 1 dry house trailer, 1 engineering office, 1 warehouse, 1 assay office, 1 core shack, 1 D7 Caterpillar bulldozer, 2 Bombardiers, 2 diamond drills, 3 trucks, 1 gasoline light plant, miscellaneous equipment.
33. Describe all development accomplished and planned.	See the accompanying report dated January 31st, 1966 by E. B. Gillanders, P. Eng.
34. Date and author of mining or petroleum engineer's or geologist's report filed with this application and available for inspection on request.	Engineers' report dated January 31st, 1966 by E. B. Gillanders, P. Eng.
35. Full particulars of production to date.	None

36. Have any dividends been paid? If so, give date, per share rate, and amount paid in dollars on each distribution.	None
37. Name and address of the solicitor or attorney whose certificate that the applicant is a valid and subsisting company and that the shares which have been allotted and issued were legally created and are fully paid and non-assessable has been filed with the Exchange.	Messrs. Armstrong, Brawner & Speton, Barristers and Solicitors, 325 Shell Oil Building, 1155 West Georgia Street, Vancouver 5, British Columbia.
38. (a) Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars. (b) Is any application for listing the shares of the Company on any other stock exchange now pending or contemplated? If so give particulars. (c) Has any application for listing of any shares of the Company ever been refused or deferred by any stock exchange? If so, give particulars.	Yes, Vancouver Stock Exchange, November 1st, 1965. No No
39. Particulars of the principal business in which each officer and director has been engaged during the past five years, giving the length of time, position held and name of employing company or firm.	ALEXANDER H. LENECE, President and Director, is a Chartered Accountant and has practiced his profession at Vancouver, B.C. since October, 1959. JOHN TANCOWNY, a Director, has been a prospector since 1960. DAVID J. BRANT, a Director, has practiced his profession as a physician and surgeon in Merritt, British Columbia, since May 1962. HENRY L. HILL, a Director, is an engineer and has practiced his profession at H. L. Hill & Associates in Vancouver, B.C. since prior to 1960. G. ARNOLD ARMSTRONG, Secretary Treasurer and Director, has practiced his profession as a Barrister and Solicitor at Vancouver, B.C. since prior to 1960. CHARLES R. ELLIOTT, a Director, is a Chartered Accountant. He has for upwards of 20 years been an officer or an officer and director of Conwest Exploration Company Limited. WILLIAM ROBINSON, a Director, is the President of Newconex Holdings Limited. He was previously a director of Gairdner and Company Ltd. and the secretary and director of Canadian Gas and Energy Fund Limited.
40. The dates of and parties to and the general nature of every material contract entered into by the Company which is still in effect and is not disclosed in the foregoing. Except for management contracts, do not include particulars of any contract entered into in the ordinary course of business carried on or intended to be carried on by the Company.	Employment contract between the Company and Henry L. Hill dated November 1st, 1965, as General Manager of the Company — Terms: 5 years from November 1st, 1965; Employment contract between the Company and Alexander H. Lenec dated November 1st, 1965, as President of the Company — Terms: 5 years from November 1st, 1965; Employment contract between the Company and George Arnold Armstrong dated November 1st, 1965, as Secretary Treasurer of the Company — Terms: 5 years from November 1st, 1965.
41. Any other material facts not disclosed in the foregoing.	None

42. STATEMENT SHOWING DISTRIBUTION OF ISSUED CAPITAL
as of March 15, 1966

FREE STOCK	Shares	Shares
(a) Distributed and in the hands of the public (exclusive of the promoters, officers and directors of the Company and their agents or trustees).	1,668,920	
(b) Distributed and in the hands of the promoters, officers and directors of the Company and their agents or trustees.	121,338	
Total free stock		1,790,258
ESCROWED OR POOLED STOCK		
(c) Held in escrow or pool as set out in Item 19 of this application.		397,594
Total issued capital		2,187,852
RECORD OF SHAREHOLDERS		
Number of registered shareholders holding shares in class (a) above		840
Number of registered shareholders holding shares in class (b) above		4
Number of registered shareholders holding shares in class (c) above		71

43. STATEMENT SHOWING NUMBER OF SHAREHOLDERS
as of March 15, 1966

Number	Shares
247 Holders of 1 — 99 shares	9,424
316 " " 100 — 499 "	51,639
86 " " 500 — 999 "	47,380
88 " " 1000 — 1999 "	100,579
32 " " 2000 — 2999 "	71,207
18 " " 3000 — 3999 "	60,467
11 " " 4000 — 4999 "	47,929
63 " " 5000 — up "	1,799,227
861 Stockholders	Total Shares 2,187,852

Dated at Vancouver, B.C., the 15th day of March, 1966.

PYRAMID MINING CO. LTD. (NPL)



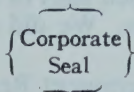
"A. H. LENEK", President.
"G. A. ARMSTRONG", Secretary.

CERTIFICATE OF OPTIONEE

(NOTE — Not applicable with respect to incentive or employee options.)

To the best of my knowledge, information and belief, all of the statements and representations made in this listing application and in the documents filed in support thereof are true and correct.

MELITA INVESTMENTS LIMITED



"W. A. ROBINSON", President.
"E. T. GREARSON", Vice-President.

CONWEST EXPLORATION COMPANY LIMITED



"C. R. ELLIOTT", President.
"M. P. CONNELL", Assistant Treasurer.

FINANCIAL STATEMENTS

EXHIBIT "A"

PYRAMID MINING CO. LTD.
(Non-Personal Liability)

BALANCE SHEET AS AT DECEMBER 31, 1965

ASSETS

CURRENT ASSETS

Cash in Bank	\$135,666.88	
Accounts Receivable	11,954.92	
Inventory of Supplies — as determined and valued by Management	19,935.47	
Refundable Deposit (Note 1)	4,000.00	\$171,557.27

CAPITAL ASSETS — at cost

Buildings	33,883.59	
Machinery and Equipment	73,141.25	
Automotive Equipment	78,043.93	185,068.77

MINING PROPERTIES — at cost (Notes 2, 3 and 4)

Mineral Claims		110,506.00
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DEFERRED COSTS

Incorporation and Organization Expenses	15,463.31	
Administration and Exploration and Development Expenses — per Exhibit "B"	478,554.91	494,018.22
		<u>\$961,150.26</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable		\$177,629.26
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SHAREHOLDERS' EQUITY

Share Capital — (Notes 5 and 6)		
Authorized:		
3,000,000 Common Shares, no par value		
Issued and Fully Paid:		
1,311,852 Shares for Cash	\$743,271.00	
Less: Commission	34,750.00	
	<u>708,521.00</u>	
750,000 Shares for Mining Properties	75,000.00	783,521.00
	<u>2,061,852</u>	<u>\$961,150.26</u>

Approved on behalf of the Board:

"A. H. LENECH", Director.

"G. A. ARMSTRONG", Director.

This is the Balance Sheet Referred to in our Report Dated February 1, 1966.

LIVERANT, YIP & CO.
Chartered Accountants.

AUDITOR'S REPORT

To The Shareholders,
Pyramid Mining Co. Ltd. (N.P.L.),
Vancouver, B.C.

We have examined the Balance Sheet of Pyramid Mining Co. Ltd. (Non-Personal Liability) as at December 31, 1965 and the Statement of Administration and Exploration and Development Expenses for the period ended on that date, and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances. We did not attend physical inventory taking.

We have not verified title to the mineral claims directly with the Government Registry Office. We have received confirmation from the solicitor of the Company that all claims recorded in the accounts of the Company are in good standing and are recorded in the name of the Company with the exception of those claims set out in the notes to the Financial Statements.

Subject to the foregoing, in our opinion, the accompanying Balance Sheet and the Statement of Administration and Exploration and Development Expenses present fairly the financial position of the Company as at December 31, 1965 and the results of its operations for the period ended on that date in accordance with generally accepted accounting principles.

Vancouver, B.C.
February 1, 1966.

LIVERANT, YIP & CO.
Chartered Accountants.

PYRAMID MINING CO. LTD.
(Non-Personal Liability)

STATEMENT OF ADMINISTRATION AND EXPLORATION AND DEVELOPMENT EXPENSES
DECEMBER 31, 1965

EXPENDITURES FOR THE ELEVEN MONTHS ENDED DECEMBER 31, 1965:

Administration Expenses — Pine Point Property		
Advertising and Prospectus	\$ 6,450.76	
Accounting, Bookkeeping, Office Services, Rent and Administration	2,225.00	
Legal	13,000.00	
Audit	1,300.00	
Management Salaries	7,600.00	
Telephone and Telegraph	4,096.82	
Travelling Expenses	2,731.61	
Transfer Agent	489.14	
Office Supplies and Sundry	1,258.82	
	<u>39,152.15</u>	
Less: Interest on Term Deposits	1,269.30	\$ 37,882.85
Exploration and Development — Pine Point Property		
Travelling Expenses	\$16,151.33	
Airplane and Helicopter Charters	4,460.00	
Assays and Reports	2,615.73	
Camp Expenses — Food, Supplies, Tools, Parts, etc.	54,986.64	
Consulting and Engineering Fees	1,249.00	
Equipment Rentals, Bulldozing and Diamond Drilling	78,829.65	
Geophysical Surveys	31,966.00	
Insurance	638.45	
Line Cutting, Mapping and Prospecting	12,459.08	
Registration and Recording Fees ..	1,081.00	
Automotive Equipment — Operation and Maintenance	15,095.40	
Wages and Wage Assessments	69,277.82	
Water	10,291.00	299,101.10
		<u>\$336,983.95</u>
Total Expenditures — Pine Point Property		
Administration and Exploration and Development Expenses — Aspen Grove Property	107,133.25	
		<u>444,117.20</u>
Expenditures to January 31, 1965 — Aspen Grove Property		34,437.71
		<u>\$478,554.91</u>
Balance — December 31, 1965		

NOTE: No provision has been made for depreciation of capital assets.

PYRAMID MINING CO. LTD.

(Non-Personal Liability)

NOTES TO FINANCIAL STATEMENTS AS AT DECEMBER 31, 1965

Note 1. This amount represents a deposit on a diamond drill which proved to be unsatisfactory and is presently in storage at Merritt, B.C. The Company is in the process of recovering this amount and having the drill returned to the supplier.

Note 2. Under an agreement dated the 25th day of August, 1965 the Company acquired from Stephen Yanik an option to purchase certain mineral claims in the Pine Point area, the total consideration being as follows:

- (1) \$ 7,000.00 payable on execution of the agreement.
- (2) \$13,000.00 payable on September 1, 1966.
- (3) \$20,000.00 payable on September 1, 1967.
- (4) Ten percent of the Vendor's shares of a new Company to be incorporated by the Purchaser prior to September 1, 1967 or alternatively in the sole discretion of Purchaser, 50,000 free Common Shares of the new Company.

Note 3. Under an agreement dated the 14th day of September, 1965, the Company acquired from J. Foster Irwin an option to purchase certain mineral claims in the Pine Point area, the total consideration being as follows:

- (1) \$10,000.00 payable on execution of the agreement.
- (2) The issuance from Treasury of 50,000 free Common Shares on or before September 15, 1966.
- (3) The issuance from Treasury of 60,000 free Common Shares on or before September 15, 1967.
- (4) The issuance from Treasury of 60,000 free Common Shares on or before September 15, 1968.

Note 4. Under agreements dated the 10th day of September, 1965 and 10th day of October, 1965 the Company acquired from Fred Loutitt an option to purchase certain mineral claims in the Pine Point area, the total consideration being as follows:

- (1) \$1,500.00 payable on execution of the agreement.
- (2) The issuance from Treasury of 25,000 free Common Shares if the results of the Induced Polarization survey on such claims are favourable.
- (3) A further issuance from Treasury of 25,000 free Common Shares one year from date of the issuance of the first 25,000 free Common Shares.

Note 5. OUTSTANDING SHARE OPTIONS:

Officers — Options were given to the President and Secretary-Treasurer exercisable up to November 17, 1970 at \$20.00 per share.

- On or before November 17, 1966 — 20,000 shares.
- On or before November 17, 1967 — 20,000 shares.
- On or before November 17, 1968 — 20,000 shares.
- On or before November 17, 1969 — 20,000 shares.
- On or before November 17, 1970 — 20,000 shares.

Employees — Options were given to the General Manager exercisable up to October 15, 1969 at \$3.00 per share:

- On or before October 15, 1967 — 10,000 shares.
- On or before October 15, 1968 — 10,000 shares.
- On or before October 15, 1969 — 10,000 shares.
- On or before October 15, 1970 — 10,000 shares.

During the period under review, the General Manager exercised his option of 10,000 shares at \$3.00 per share due on or before October 15, 1966.

UNDERWRITING AGREEMENT:

Under an option agreement dated October 13, 1965 with Conwest Exploration Co. Ltd. and Melita Investments Ltd., the following options are outstanding:

- On or before March 31, 1966 — 100,000 shares @ \$3.00
- On or before June 30, 1966 — 100,000 shares @ \$3.75
- On or before September 30, 1966 — 100,000 shares @ \$4.50
- On or before December 31, 1966 — 100,000 shares @ \$5.50
- On or before March 31, 1967 — 100,000 shares @ \$6.50

The option due on or before March 31, 1966 has been exercised subsequent to the date of the Balance Sheet and \$300,000.00 was deposited in the Company bank account on January 31, 1966.

Note 6. 509,662 of the shares issued for Mining Properties are held in escrow, subject to the order of the Superintendent of Brokers of the Province of British Columbia.

ENGINEER'S REPORT

PYRAMID MINING COMPANY LIMITED

The property of Pyramid Mining Company Limited, in the Pine Point area, was visited from January 19th to January 21st when drill ore and records were examined and Pyramid's plans discussed. Subsequently later assays were supplied in Vancouver.

Exploration is being directed efficiently by Henry Hill and Associates. The degree of accomplishment will be realised when it is remembered that the claims were staked in July, 1965.

SUMMARY AND CONCLUSIONS

The property is easily accessible by rail, road or air despite its rather remote location on the south side of Great Slave Lake. Although the area is swampy, it presents no serious problems of local transportation.

The ore occurs in Middle Devonian dolomites and appears to be associated with old coral reefs. The mineralization is in grey to light tan fine grained dolomite and varies from low grade material, largely sphalerite, to high grade ore consisting of relatively coarse galena and sphalerite in massive marcasite.

Three anomalies have been outlined by induced potential surveys, conducted by H. O. Seigel & Associates. Drilling has been done on a grid at 200' centres. It is well advanced on No. 1 anomaly and indicates a flat lying ore body 54.5' thick containing 5,006,000 tons, averaging 3.2% Pb and 9.8% Zn, or 13% combined metals. A further 2,400,000 tons of lower grade material is suggested by the configuration of the gravity anomaly. Initial drilling on No. 2 anomaly is encouraging. In addition, to No. 3 anomaly, yet untested, about ⅓ of the property still has to be covered by the I. P. Survey in progress.

No difficult mining problems are expected and it is thought the ore can be extracted and the metals recovered efficiently and cheaply. Grade control in the pit should be straight forward.

LOCATION AND ACCESSIBILITY

The property of Pyramid Mining Company consists of 428 claims in two groups. The main group lies immediately south of the northeasterly part of Pine Point Mines ground and is elongated in a NE-SW direction. The second group comprising about 50 claims, occurs further NE close to the shore of Great Slave Lake.

With the development of Pine Point Mines the district has become readily accessible by rail, road and air. The railway terminus, at the Pine Point plant, is about six miles from the central portion of Pyramid's No. 1 ore body. Charter flights land at the Pine Point airstrip and there is a regular schedule by P.W.A. into Hay River. The area is linked to the Hay River highway by road, a distance of 60 miles.

Completion of the Talston River Power plant has made hydro power available to the district. A government sponsored townsite is well advanced.

The country generally is flat and swampy, and for the most part, covered by a heavy growth of small spruce. It is almost entirely flooded in the spring, but roads that have been built up a few feet can be maintained.

GEOLOGY

The ore occurs in Middle Devonian dolomite which is relatively flat lying. There is already much difference of opinion regarding the origin of the ore, but it seems quite well established that it replaces old coral reefs that trend NE-SW parallel to the strong fault system that marks the south shore of Slave Lake to the east of the Slave Delta. The rapid cut off of the ore on the north and south edges supports the coral reef idea. The ore edges appear to tail out to the east and west.

An average typical section shows the ore to be covered by 32' of overburden mostly clay, and 14' of dolomite. A grey to light tan fine grained dolomite then extends to 150' depth. The ore can occur anywhere in this band but usually occurs near the top. The mineralization varies from massive sulphides where quite coarse galena and sphalerite is mixed with heavy marcasite, to low grade ore where sphalerite is found with sparse galena and marcasite. Occasionally there are brecciated sections in the ore zone particularly in the lower grade zincy portions.

A light brown sandy dolomite underlies the ore formation to an average depth of 180', which is, in turn, underlain by a dolomitic limestone, locally designated as a sedimentary breccia.

EXPLORATION

Initial exploration is by way of an I. P. Survey at 750' spacing and to date about ⅘ of the property has been covered. The three anomalies so far discovered have been checked by a gravity survey. The geo-physical work has been followed by diamond drilling on a 200' grid. More detailed drilling will be required to properly define the edges of the ore and refine the tonnage and grade figures. On the other hand, the drilling has shown the mineralization to be remarkably persistent and it is believed the results of the 200' spaced drilling will be very close to the final figures.

The configuration of the ore has followed the contours of the gravity survey very well in the No. 1 anomaly.

ORE RESERVES

The bulk of the drilling has been done on the No. 1 anomaly, which has maximum dimensions of about 2,500' NE-SW by 1400' N-S. Of the total of 41 holes drilled to date on the anomaly 27 have been in ore and 14 in waste. The waste holes are mainly around the perimeter of the ore body or in bays suggested by the gravity survey. Some low grade mineralization occurs in some of these holes.

The ore holes show an average thickness of 54.5' and indicate 5,006,000 tons grading 3.2% Pb and 9.8% Zn, or 13% combined. In addition 4 holes, for which assays have not been received, indicate 650,000 tons of an estimated grade of 2.8% Pb and 8.5% Zn. The gravity survey suggests a further 9 holes may be in ore and could add another 1,750,000 tons, but of probably lower grade. There is, therefore, a total potential in the No. 1 ore body of 7,400,000 tons.

Drilling in No. 2 ore body is inconclusive. Of six holes drilled to date only three show ore. Assays have only been received on the initial hole where 89' averaged 4.8% Pb and 8.9% Zn. An estimate of ore reserves at this time is upwards of 1,000,000 tons.

The third anomaly is untested by drilling. Geophysical results are not as encouraging as in the other two.

In addition to completing the I. P. Survey of the property, closer spacing should be undertaken in selected areas. Smaller, but significant ore bodies could be missed with the larger spacing. Low intensity I.P. response must also be critically considered because it could represent good grade zinc ore with minor galena or marcasite.

Core recovery has been poor in the sandy dolomite, but is much better, over 65%, in the mineralized zone.

MINING AND TREATMENT

Mining of the ore, as displayed in No. 1 anomaly, should be straight forward and simpler than in pits on deep ore bodies.

Water will present the main problem. Surface water in the spring is abundant. Most of the overburden to be stripped is clay. To control surface water in the pit it will be necessary to strip sufficiently beyond the perimeter of the ore to build a dike with the stripped clay.

It is believed some of the deeper ore will be below the water table. Since the water table is well above the level of Great Slave Lake, and evidently not connected, it is thought it can be lowered. This may involve special drainage arrangements and large capacity pumps, but because of the low head, it should not be particularly costly.

The stripping ratio is estimated at 1 waste to 1 of ore, allowing for sufficient perimeter stripping for the pit dikes.

After stripping, the ore body will be drilled on 50' centres and sampled to assist in grade control. Any significant waste windows can be left in a shallow pit, or if too small, sorted in the pit.

More detailed data will be necessary before an actual cut off grade can be established. It will most likely be variable and might be down to about 2% when the low grade material is at the top of the ore body and must be broken anyway.

To date, no metallurgical test work has been done. The ore, however, appears to be quite clean, the galena and sphalerite coarse grained, so it is thought satisfactory concentrates with good recovery can be achieved. The district experience supports this supposition.

The mill would depend upon ground water, which would require treatment because of its brackish character.

CONCLUSION AND ACKNOWLEDGEMENTS

In summary, results at Pyramid to date would indicate a profitable operation but the size will depend upon completion of drilling and cost studies.

The writer wishes to thank the officials and staff of Pyramid for their courtesy and co-operation.

January 31, 1966.

E. B. GILLANDERS, P. Eng.

CERTIFICATION

I, E. B. GILLANDERS, of Crescent Beach, Province of British Columbia, Geologist, hereby certify:

1. That I am a geologist residing at 13237 Crescent Road, Crescent Beach, British Columbia.
2. That I am a geologist graduate of the University of British Columbia, B.A., 1925; M.A., 1926; and have a Ph.D 1932 from Princeton University. I have been practicing my profession since graduation.
3. I am a member of the Association of Professional Engineers of the Province of Ontario.
4. I am a member of the Canadian Institute of Mining and Metallurgy.
5. From manager of Goldhawk Porcupine Mines in 1945-47, I proceeded to Eldorado Mining and Refining Ltd. where I was manager of Mining and Exploration from 1947-52. In 1953, I formed a Canadian exploration company for Rio Tinto in Toronto and remained with the Rio Tinto organization until 1964, serving in various capacities from managing exploration, through managing Director of Algom Mines Ltd., Vice-President, Mining of Rio Tinto Mining Co. of Canada Ltd., to Executive Vice-President of Rio Algom Mines Ltd.
6. I now practice my profession as a consulting engineer from the above address.
7. I have no direct or indirect interest in the property or securities of Pyramid Mining Company Ltd.
8. The accompanying report is based on information obtained by the writer, on examination of the property and records during the 19th to 21st of January, 1966.

Dated at Vancouver, British Columbia,
this 31st day of January, 1966.

E. B. GILLANDERS,
Professional Engineer of the Province of Ontario.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1491.
FILED, SEPTEMBER 8th. 1966.

PYRAMID MINING CO. LTD. (N.P.L.)

Full corporate name of Company
Incorporated under the laws of the Province of British Columbia
under Certificate of Incorporation No. 59,035
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option Agreement dated the 9th day of August, 1966, with Coronet Mines Ltd. (NPL) copy of which is attached hereto, covering the purchase (subject to the approval of the shareholders of Pyramid Mining Co. Ltd. (NPL) of 100,000 shares of Coronet Mines Ltd. (NPL) at the price of \$1.50 per share and options for 100,000 shares at \$1.50 per share on or before November 4th, 1966, 100,000 shares at \$1.75 per share on or before February 3, 1967, 100,000 shares at \$2.00 per share on or before May 5th, 1967, 100,000 shares at \$2.25 per share on or before August 4th, 1967, and 100,000 shares at \$2.50 per share on or before November 2, 1967. All shares of Coronet Mines Ltd. (NPL) acquired pursuant to the Underwriting and Option Agreement will be held for investments purposes only.
2. Head office address and any other office address.	Registered Office - 325-1155 West Georgia Street, Vancouver, B. C. Head Office - 600 - 890 West Pender Street, Vancouver, B. C.
3. Names, addresses and chief occupations for the past five years of present executive officers and directors.	<p>Alexander H. Lenec, President and Director, of 1010 West 38th Avenue, Vancouver, B. C., is a Chartered Accountant and has practiced his profession at Vancouver, B. C. since October, 1959.</p> <p>John Tancowny, of 7651 Mayfield, Burnaby, B. C., Director, has been a prospector, since 1960.</p> <p>David J. Brant, of 1935 Queens Avenue, West Vancouver, B. C., Director, has practiced his profession as a physician and surgeon in Merritt, B. C. from May, 1962, until January, 1966, and at the present time is President of Cardinal Management Ltd., Vancouver, B. C.</p> <p>Henry L. Hill, of 710 Southborough, West Vancouver, B. C., Managing Director, is an Engineer and practiced his profession as a partner of H. L. Hill & Associates Ltd. in Vancouver, B. C. until January, 1966, and is presently conducting the affairs of Pyramid Mining Co. Ltd. (NPL).</p> <p>G. Arnold Armstrong, of 1450 Tyrol Place, West Vancouver, B. C., Secretary Treasurer and Director, has practiced his profession as a Barrister and Solicitor, at Vancouver, B. C. since prior to 1960.</p> <p>Charles R. Elliott, of 95 Hudson Drive, Toronto, Ontario, Director, is a Chartered Accountant. He has, for upwards of 20 years been an officer or an officer and director of Conwest Exploration Company Limited, Toronto, Ontario.</p> <p>William Robinson, of 37 Strathearn Drive, Toronto, Ontario, Director, is President of Newconex Holdings Limited. He was previously a director of Gairdner & Co. Ltd. and Secretary and Director of Canadian Gas and Energy Fund Ltd.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	120,000,000 preferred shares nominal or par value \$.50 each; 3,000,000 common shares without nominal or par value, maximum price \$20.00 per share Issued: 2,631,852 common shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Unissued: 368,148 common shares; 120,000,000 preferred shares NIL
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	NIL

Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	NIL
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NIL
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>Exploration program in the Province of British Columbia.</p> <p>The funds provided Coronet Mines Ltd. (NPL) pursuant to the underwriting and option agreement set forth in Item 1 hereof will be utilized by Coronet Mines Ltd. (NPL) for exploration and development of its properties at Pine Point, N. W. T.</p>
10. Brief statement of company's chief development work during past year.	Delineation of ore bodies in Northwest Territories embodying geophysical surveys and drilling program
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Coronet Mines Ltd. (NPL), 640 - 890 West Pender Street, Vancouver, B. C., the shares and consideration being set forth in Item 1 hereof.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>(a) Barry J. Promislow, 1489 West Broadway, Vancouver, B. C. - 90,000 shares - Beneficial owners unknown</p> <p>(b) Doherty Roadhouse & McCuaig Bros. 335 Bay Street, Toronto, Ontario, 440,000 shares - Beneficial owners unknown.</p> <p>(c) Waite Reid & Company Limited, 562 Howe Street, Vancouver, B. C. - 210,000 shares - Beneficial owners unknown.</p> <p>(d) Moriaan Hotels Limited, Box 288, Nassau, Bahamas, - 350,360 shares - owned beneficially. G. Arnold Armstrong 1450 Tyrol Place, West Vancouver, B. C. and Berton Keith Baldwin, 6190 Glendalough Place, Vancouver, B. C. are the only persons having a greater than 5 per cent interest in Moriaan Hotels Limited.</p> <p>(e) Riverside Properties Limited, Box 288, Nassau, Bahamas - 149,500 shares - Beneficial owner. Alexander H. Lenec, 1010 West 38th Avenue, Vancouver, B. C. is the only person having a greater than 5 per cent interest in Riverside Properties Limited.</p> <p>(f) St. Regis Holdings Limited, Box 288, Nassau, Bahamas - 162,200 shares. Beneficial owner. Nathan Frankel, 6709 Fremlin Street, Vancouver, B. C. is the only person having a greater than 5 per cent interest in St. Regis Holdings Limited.</p> <p>(g) Totem Developments Limited, Box 288, Nassau, Bahamas, 112,680 shares - Beneficial owner. Alfred E. Turton, 562 Howe Street, Vancouver, B. C. is the only person having a greater than 5 per cent interest in Totem Developments Limited.</p>
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NIL
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	NIL

SCHEDULE "A"

(a) On August 5th, 1966, a preferred stock dividend was declared to shareholders of record as at the close of business at August 17th, 1966, payable on the 26th day of August, 1966, in an amount equal to the number of shares without nominal or par value in the Company held by each shareholder multiplied by one-tenth of the fair market value (as determined by the Directors) on the said 26th day of August, 1966, of one share of Pine Point Mines Limited, such amount to be paid by the allotment of preferred redeemable shares of the Company at the nominal or par value of \$.50 each. Provided however, that no fractional shares shall be issued by the Company.

(b) No shares of the Company are in the course of primary distribution to the public.

(c) Fifty located mineral claims situate in the Northwest Territories, namely RM 43 - 46 and RM 49 - 94 were acquired by Coronet Mines Ltd. (NPL) from the Pinco Mining Syndicate, of which two members, namely, G. Arnold Armstrong and Alexander H. Lenec are Directors of Pyramid Mining Co. Ltd. (NPL). The consideration received by the said G. Arnold Armstrong and Alexander H. Lenec as members of the said Pinco Mining Syndicate was 150,000 Vendors' shares of Coronet Mines Ltd. (NPL) each.

(d) G. Arnold Armstrong who is the Secretary and a Director of the company and also President and a Director of Coronet Mines Ltd. (NPL) is the registered holder of 89,108 shares of the company and 100 shares of Coronet Mines Ltd. (NPL). Furthermore, Mr. Armstrong has a greater than 5 per cent interest in a company owning a greater than 5 per cent interest in Coronet Mines Ltd. (NPL).

Alexander H. Lenec who is the President and a Director of the Company and also a Director of Coronet Mines Ltd. (NPL), is the registered holder of 120,000 shares of the company and 100 shares of Coronet Mines Ltd. (NPL). Furthermore, Mr. Lenec has a greater than 5 per cent interest in a company owning a greater than 5 per cent interest in Coronet Mines Ltd. (NPL).

Other than Messrs. Armstrong and Lenec, and John Tancowny who is a Director of the Company and the holder of a nominal number of shares of Coronet Mines Ltd. (NPL), no other Director of the Company is a Director or shareholder of Coronet Mines Ltd. (NPL).

(e) The said G. Arnold Armstrong, Alexander H. Lenec and John Tancowny, disclosed their interests in Coronet Mines Ltd. (NPL) to the Board of Directors of Pyramid Mining Co. Ltd. (NPL) and abstained from voting on the motion to approve the Underwriting and Option Agreement referred to in Item 1 hereof and a certified copy of the resolution of the Directors of Pyramid Mining Co. Ltd. (NPL) dated the 9th day of August, 1966, is attached hereto.

(f) At the General Meeting of Shareholders of Pyramid Mining Co. Ltd. (NPL) held on August 22nd, 1966, for the express purpose of approving or rejecting the Underwriting and Option Agreement in Item 1 hereof, the motion to approve the said Underwriting and Option Agreement was unanimously approved and attached hereto is a certified copy of the resolution of the shareholders.

(g) There are no other material facts.

NOTE: A prospectus dated March 16th, 1966, filed in accordance with the Securities Act of the Province of British Columbia, is on file with the Toronto Stock Exchange.

August 9, 1966

Coronet Mines Ltd. (NPL)
325 - 1155 West Georgia Street
VANCOUVER, B.C.

Dear Sirs:


Pyramid Mining Co. Ltd. (N.P.L.) hereby confirms the agreement with your Company to purchase 100,000 shares of Coronet Mines Ltd. (NPL) at \$1.50 per share as of the date hereof and thereafter Pyramid Mining Co. Ltd. (N.P.L.) shall have the exclusive right and option to purchase a further 500,000 shares of Coronet Mines Ltd. (NPL) as follows:-

100,000 shares at \$1.50 on or before November 4, 1966
100,000 shares at \$1.75 on or before February 3, 1967
100,000 shares at \$2.00 on or before May 5, 1967
100,000 shares at \$2.25 on or before August 4, 1967
100,000 shares at \$2.50 on or before November 2, 1967

Execution of this letter by Pyramid Mining Co. Ltd. (NPL) and Coronet Mines Ltd. (NPL) shall constitute the acceptance and agreement by both parties of the terms hereof.

PYRAMID MINING CO. LTD. (NPL)


Per:



Henry L. Hui

CORONET MINES LTD. (NPL)

Per:




M. Shankel

THE FOLLOWING IS A CERTIFIED EXTRACT of Minutes Of Meeting of Directors of PYRAMID MINING CO. LTD. (NPL) held on August 9th, 1966.

*UPON MOTION duly made and seconded, Messrs. Armstrong, Lenec and Tancowny abstaining, Having first declared their interest in Coronet Mines Ltd. (NPL), IT WAS UNANIMOUSLY RESOLVED by the remaining Directors that the Company enter into a firm agreement to purchase 100,000 shares of Coronet Mines Ltd. (NPL) at the price of \$1.50 per share, subject to options being granted to purchase a further 500,000 shares of Coronet Mines Ltd. (NPL) as follows:-

100,000 shares at \$1.50 on or before November 4, 1966
100,000 shares at \$1.75 on or before February 3, 1967
100,000 shares at \$2.00 on or before May 5, 1967
100,000 shares at \$2.25 on or before August 4, 1967
100,000 shares at \$2.50 on or before November 2, 1967."

CERTIFIED A TRUE COPY this 9th day of August, 1966



Managing Director

The following Resolution was passed at a Meeting of Shareholders of PYRAMID MINING CO. LTD. (NPL) held at Vancouver, B. C. on the 22nd day of August, 1966, at the hour of ten o'clock in the forenoon.

"UPON MOTION duly made and seconded IT WAS UNANIMOUSLY RESOLVED that the Underwriting Agreement contained in a letter dated the 9th day of August, 1966, from Pyramid Mining Co. Ltd. (NPL) to Coronet Mines Ltd. (NPL) wherein the Company agreed to purchase 100,000 shares of Coronet Mines Ltd. (NPL) at the price of \$1.50 and the Company was granted options to purchase additional common shares of Coronet Mines Ltd. (NPL) on the terms therein set forth, be and the same is hereby approved and confirmed, and that the Directors and/or proper officers of the Company be authorized and directed to do all acts and things and to execute or cause to be executed whether under the corporate seal of the Company or otherwise, all such deeds, transfers, assignments, instruments, agreements and documents, as in their opinion may be necessary or desirable to complete the said Underwriting and Options above mentioned".

CERTIFIED A TRUE COPY this 23rd day of August, 1966.

[Signature]
Secretary Treasurer

FINANCIAL STATEMENTS

PYRAMID MINING CO. LTD. (N.P.L.)

BALANCE SHEET

AS AT JUNE 15, 1966

ASSETS

Current

Bank	\$	74,118	
Short Term Bank Deposit		1,500,000	
Accounts Receivable		14,925	
Common Shares of Pine Point Mines Limited			
- (Note 1) 526,400 Shares Valued at			
Market Price on June 15, 1966 of			
\$63.00 per Share			
		<u>33,163,200</u>	\$ 34,752,243

Fixed

Equipment, Buildings and Leasehold			
Improvements - At Cost Less Amounts			
Written Off to Fair Value			100,000

Mining Properties Other Than Pine Point - (Note 2)

At Cost Plus Development Expenses		<u>204,895</u>	
			\$ 35,057,138

LIABILITIES AND SHAREHOLDERS' EQUITY

Current

Accounts Payable and Accruals	\$	120,413	
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Shareholders' Equity

Share Capital -			
Authorized:			
3,000,000 Shares of No Par Value			
Issued and Fully Paid:			
2,631,852 Shares of No Par Value	\$	3,638,271	
Surplus - per Attached Statement		<u>31,298,454</u>	<u>34,936,725</u>
			\$ 35,057,138

APPROVED ON BEHALF OF THE BOARD:

[Signature] Director

[Signature] Director

This is the Balance Sheet Referred to in our Report Dated June 30, 1966.

PYRAMID MINING CO. LTD. (N.P.L.)

NOTES TO FINANCIAL STATEMENTS

AS AT JUNE 15, 1966

These notes are an integral part of the Financial Statements and should be read in conjunction therewith.

Note 1. Pine Point Mines Limited on June 8, 1966 declared a cash dividend of \$3.00 per share on stock of record on June 17, 1966 payable on June 30, 1966. This dividend in the amount of \$1,579,200 has been included in "Income" after June 15, 1966.

Note 2. We have not verified title to mineral claims directly with the Government Registry Office. We have received confirmation from the solicitor of the Company that all claims recorded in the accounts of the Company are in good standing and are recorded in the name of the Company.

PYRAMID MINING CO. LTD. (N.P.L.)

SURPLUS STATEMENT

AS AT JUNE 15, 1966

Proceeds of Sale of Pine Point Properties -

526,400 Common Shares of Pine Point Mines Limited Valued at Market Price on June 15, 1966 of \$63.00 per Share	\$ 33,163,200
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Cost of Pine Point Mineral Claims and Buildings Sold, Preproduction and Development Expense	\$ 1,457,542
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Write Off on Equipment	<u>153,010</u>	<u>1,610,552</u>
		31,552,648

Administration and General Expense Since Incorporation on January 23, 1964		<u>254,194</u>
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<u>Surplus at June 15, 1966 - To Balance Sheet</u>		<u>\$ 31,298,454</u>
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PYRAMID MINING CO. LTD. (N.P.L.)

SOURCE AND APPLICATION OF FUNDS STATEMENT

FOR THE PERIOD FROM JANUARY 31, 1966 TO JUNE 15, 1966

Source of Funds

Proceeds of sale of Pine Point Properties (effective date of sale - June 15, 1966)	\$33,163,200
Proceeds of 440,000 Treasury shares sold for cash	<u>2,145,000</u>
<u>Total</u>	<u>\$35,308,200</u>

Application of Funds

Development and Administration Expenses from January 31, 1966 to June 15, 1966	\$ 725,300
Equipment purchased	34,545
Increase in working capital	<u>34,548,355</u>
<u>Total</u>	<u>\$35,308,200</u>

Working Capital

June 15, 1966

Current Assets	\$34,752,243	
Current Liabilities	<u>120,413</u>	
Working Capital		\$34,631,830

January 31, 1966

Current Assets	\$ 306,760	
Current Liabilities	<u>223,285</u>	
Working Capital		<u>83,475</u>

Increase in Working Capital \$34,548,355

There are no material changes in the items appearing on the Balance Sheet of June 15, 1966 since the date thereof other than the following:

On August 9, 1966 subject to the approval of the Toronto and Vancouver Stock Exchanges, Pyramid Mining Co. Ltd. entered into an underwriting agreement with Coronet Mines Ltd. (N.P.L.) to purchase 100,000 shares at \$1.50 per share and received options as follows:

100,000 shares at \$1.50 exercisable on or before November 4, 1966
100,000 shares at \$1.75 exercisable on or before February 3, 1967
100,000 shares at \$2.00 exercisable on or before May 5, 1967
100,000 shares at \$2.25 exercisable on or before August 4, 1967
100,000 shares at \$2.50 exercisable on or before November 2, 1967

Written approval from the Exchanges has not yet been received.

APPROVED ON BEHALF OF THE BOARD

 Director

 Director

Vancouver, B.C.
August 16, 1966.

CORONET MINES LTD. (NPL)

Balance Sheet as at August 1, 1966

ASSETS

Current Assets

Cash on hand and in bank	\$ 69,583.47	
Accounts Receivable and Prepaid Expenses	<u>29,000.00</u>	\$ 98,583.47

Fixed Assets at cost

Leasehold Improvements	1,655.00	
Mineral Claims at cost (see Note 1)	<u>69,300.00</u>	70,955.00

Deferred Expenditures

Exploration and Development (see schedule attached)	50,070.66	
Administrative (see schedule attached)	4,492.71	
Incorporation Expenses	<u>1,590.31</u>	<u>56,153.58</u>
		<u>\$225,692.15</u>

LIABILITIES AND CAPITAL

Accounts Payable	\$ 18,190.15
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Share Capital (see Note 2)

<u>Authorized 5,000,000 shares with a nominal or par value of \$.50 each</u>		<u>\$2,500,000.00</u>	
<u>Allotted and Fully Paid</u>			
800,000	shares for cash	\$400,000.00	
	<u>Less Discount</u>	<u>199,998.00</u>	200,002.00
750,000	shares for property	375,000.00	
	<u>Less Discount</u>	<u>367,500.00</u>	<u>7,500.00</u>
			<u>207,502.00</u>
<u>1,550,000</u>			<u>\$225,692.15</u>

APPROVED ON BEHALF OF THE BOARD

<u>M. J. Campbell</u>	Director
<u>J. M. Bay</u>	Director

CORONET MINES LTD. (NPL)

Notes to Financial Statements August 1, 1966

NOTE 1

Claims

RM 43-46 inclusive, Pine Point, N. W. T.

RM 49-94 inclusive, Pine Point, N.W. T.

The above claims were purchased for
750,000 shares in the capital stock
of the Company

\$7,500.00

Claims

CLM 1 - 24 inclusive, Pine Point, N.W.T.

REX 1 - 36 inclusive, Pine Point, N.W.T.

The above claims were purchased for
cash

25,800.00

Claims

MSW 1 - 36 inclusive, Pine Point, N.W.T.

MBW 37 - 72 inclusive, Pine Point, N.W.T.

EM 1 - 36 inclusive, Pine Point, N.W.T.

GS 1 - 36 inclusive, Pine Point, N.W.T.

GSL 3- 110 inclusive, Pine Point, N.W.T.

GSL 11 - 46 inclusive, Pine Point, N.W.T.

The above claims were purchased for
cash

36,000.00

Total cost of claims

\$ 69,300.00

NOTE 2

On August 9, 1966, the Directors approved the following option agreement with Pyramid Mining Co. Ltd. (NPL) for the sale of Coronet Mines Ltd. (NPL) treasury shares.

100,000 shares on execution of agreement at \$1.50 per share
100,000 shares on or before November 4, 1966 at \$1.50 per share
100,000 shares on or before February 3, 1967 at \$1.75 per share
100,000 shares on or before May 5, 1967 at \$2.00 per share
100,000 shares on or before August 4, 1967 at \$2.25 per share
100,000 shares on or before November 2, 1967 at \$2.50 per share

This option agreement is subject to the approval of the Vancouver Stock Exchange and the Toronto Stock Exchange.

NOTE 3

Subsequent to August 1, 1966, the Company commenced a drilling program on its RM Claims at Pine Point in the Northwest Territories

NOTE 4

The August 1st, 1966, Financial Statements have been prepared without audit from the records of the Company.

CORONET MINES LTD. (NPL)

Schedule of Exploration and Development Expenses

From Date of Incorporation to August 1, 1966

Campsite and Field Operations	\$13,719.85
Engineering and Survey	2,682.41
Line Cutting and Geophysical	10,979.80
Recording and Transfer Fees	1,042.00
Travel	1,521.80
Induced Polarization	7,185.57
Equipment Rental	5,250.00
Consultants' Fees	7,689.23
(See Note 3)	\$50,070.66

Schedule of Administrative Expenses

From Date of Incorporation to August 1, 1966

Management Salaries	\$ 800.00
Head Office Expense	615.00
Telephone	240.97
Licenses	25.00
Miscellaneous	90.86
Notices and Prospectus	2,719.43
Bank Charges	1.45
	\$ 4,492.71

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>(a) Melita Investments Limited, 85 Richmond Street West. Toronto, Ontario - 300,000 shares - owned beneficially - no knowledge of shareholders.</p> <p>(b) Roytor & Co. #10 Account, Toronto, Ontario - 300,000 shares - owned beneficially by Conwest Exploration Company Limited 85 Richmond Street West, Toronto, Ontario - 240,000 shares, Central Patricia Gold Mines Limited, 85 Richmond Street West Toronto, Ontario - 60,000 shares.</p> <p>(c) James Richardson & Sons, 173 Portage Avenue, Winnipeg, Manitoba - 203,047 shares - beneficial owners unknown.</p> <p>(d) Trust Corporation of Bahamas, Nassau, Bahamas - 112,163 shares - beneficial owners unknown.</p> <p>(e) Whitelaw & Company, 821 West Hastings Street, Vancouver, B. C. - 107,849 shares - beneficial owners unknown.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present Directors, if able to obtain the necessary proxies, could materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>526,400 shares Pine Point Mines Limited. Book value: \$33,163,200.00 - Present Market Value: \$30,004,800.00</p> <p>Upon completion of the underwriting referred to in Item 1 Pyramid will own 100,000 common shares of Coronet Mines Ltd. (NPL) the cost price thereof being \$150,000.00 and over the counter market value of same as of the date hereof being \$300,000.00. Coronet Mines Ltd. (NPL) has an authorized capital of \$2,500,000.00 divided into 5,000,000 shares with a nominal or par value of \$.50 per share, of which 1,550,000 shares have been issued as fully paid and non-assessable.</p>
18. Brief statement of any lawsuits pending or in process against company or its properties.	<p>(a) Blomberg vs John Tancowny, Pyramid Mining Co. Ltd. (NPL) and Guaranty Trust Company of Canada, having reference to a claim for 500 shares originating from original syndicate. (b) Donna M. Bucholtz, Administratrix of the Estate of Fred Bucholtz and John Murray Cameron vs Cyril C. Keyes and Pyramid Mining Co. Ltd. re option granted by Keyes to Bucholtz re purchase of 12,750 shares. Pyramid joined respecting claims for injunction on transfer of shares from Keyes.</p>
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	NIL
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	See Schedule "A" on page 3.

CERTIFICATE OF THE COMPANY

DATED August 16th, 1966

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

PYRAMID MINING CO. LTD. (N.P.L.)

"A.H. Lenec"

A.H. Lenec PRESIDENT

CORPORATE SEAL

"G.A. Armstrong"

G.A. Armstrong SECRETARY

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

